

Number of Company:

1507693

The Companies Acts 1948 to 1976

C O M P A N Y L I M I T E D B Y S H A R E S

MEMORANDUM OF ASSOCIATION

Of

TAILS LIMITED



- 1 The name of the Company is "Tails Limited".
2. The registered office of the Company will be situate in England,
3. The objects for which the Company is established are:
 - (1) (a) as rewinders of fine ferrous and non-ferrous wire for use in the electrical and general engineering trade
 - (b) electrical, mechanical and general engineers, manufacturers and dealers in engineering specialities of all kinds
 - (c) installers, maintainers, repairers of and dealers in electrical and electronic appliances and apparatus, equipment and stores of every description
- (2) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company, in connection with or as ancillary to the Company's business or which in their opinion will enhance the value of or render profitable any of the Company's property or assets.
- (3) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any land, buildings, easements, rights, privileges, concessions, patents, know-how, licences, secret processes, machinery, plant, stock-in-trade, and any other real or personal property of any kind for the purposes of or in connection with the Company's business or any branch or department thereof

To construct any shops, offices, warehouses, workshops, factories or other buildings or

installations, runways or landing strips, plant, machinery and equipment, and to execute and carry out civil engineering works of all kinds for the purposes of the Company's business

- (5) To apply for, register, purchase, or by any other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, inventions, brevets d'invention, licences, secret processes, trade marks, designs, copyrights, concessions, franchises, confidential information, know-how, computer systems and programs and any and all types of computerised data and information and to disclaim, alter, modify, use and turn to account, and to manufacture under or grant licences or privileges in respect of, the same and to expend money in research upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire
- (6) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society
- (7) To mortgage and charge the undertaking and all or any of the real or personal property and assets, present or future, and all or any of the uncalled capital for the time being, of the Company and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, securities of every kind including debentures, debenture stock, loan stock and warrants to subscribe the same, whether or not convertible into any other security or share capital of the Company and whether or not secured by any form of charge on any assets of the Company and either permanent or redeemable or repayable, and collaterally or further to secure any such securities of the Company by a trust deed or other assurance
- (8) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly
- (9) To receive money on deposit or loan upon such terms as the Company may approve

- (10) To make advances or give credit to customers and others having dealings with the Company either with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and such others as aforesaid
- (11) To give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets, present and future, and uncalled capital of the Company, or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of, and the dividends or interest on any securities of any Company, firm or person wherever constituted or resident including debenture and loan stock, and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company or subsidiary as defined by Section 154 of the Companies Act 1948 or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in business
- (12) To grant pensions, allowances and gratuities to directors or ex-directors, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid and their dependants and to support or subscribe to any charitable trusts, funds or institutions, the support of which may, in the opinion of the Directors of the Company for the time being, benefit the Company or its employees and to institute and maintain any club or other establishment or profit-sharing scheme for the benefit of the Company or its directors or employees
- (13) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments
- (14) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities (other than the shares of the Company or its holding company (if any)) and in such manner as may from time to time be decided
- (15) To pay either wholly or in part for any property or assets acquired by the Company, either in cash or fully or partly paid up shares, with or without preferred or deferred or guaranteed

rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue and generally on such terms as the Company decides

- (16) To accept payment for any property or assets sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or other securities (which such company or corporation is empowered to issue) of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend, interest or repayment of capital or otherwise, or partly in cash and partly in shares or securities and generally on such terms as the Company decides, and to hold, dispose of or otherwise deal with any shares or securities so acquired
- (17) To enter into any partnership, joint-venture or arrangement for sharing profits, merger or amalgamation of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such person, firm or company
- (18) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which will in any manner advance the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of, and to guarantee the payment of the dividends, interest or capital of, any shares, stock or securities issued by, or any other obligations of, any such company
- (19) To purchase or otherwise acquire and manage all or any part of the business, property, assets, liabilities or transactions of any person, firm or company carrying on any business which this Company is authorised to carry on
- (20) To sell, improve, manage, develop, turn to account, exchange, let or hire on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit
- (21) To accept any securities which any company is empowered to issue in payment or part payment for services rendered or goods sold to or any debt owing from any such company

- (22) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid with or without winding up; or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner
- (23) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law
- (24) To adopt such means of making known or advertising the business, products and services of the Company as may seem expedient
- (25) To procure the Company to be registered or recognised in any country or place outside the United Kingdom
- (26) To carry out all or any of the objects of the Company and to do all or any of the above acts matters or things and to exercise all or any of the above powers in any part of the world, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees or otherwise
- (27) Generally to do all such other things as may appear to the Company to be incidental or conducive to the attainment of the above objects or any of them

And it is hereby declared that the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and that they shall not be limited or restricted by reference to or inference from any other such paragraph, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the object of a separate and distinct company.

4. The liability of the members is limited.

5. The share capital of the Company is £10,000 divided into 10,000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set out opposite our respective names.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
Richard Milne, Bank House, 8, Cherry Street, Birmingham B2 5JY Articled Clerk	One
Michael T. McGrath, Bank House, 8, Cherry Street, Birmingham B2 5JY Associate Legal Executive	One

Dated this 12th day of June 1980

Witness to the above Signatures:-

Brian D. Wake,
Bank House,
8, Cherry Street,
Birmingham

Solicitor

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

WALL2WALL BRANDS LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A , Part II") shall apply to the Company.

2. Regulations 2, 3, 22, 24, 53, 79 and 89 to 95 inclusive of Part I of Table A. in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A, Part I") shall not apply to the Company but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, subject to the modifications hereinafter expressed, together with the regulations of Table A/ Part II, shall constitute the regulations of the Company.

CAPITAL

3. The authorised share capital of the Company is £1 0,000 divided into 10,000 Ordinary Shares of £1 each.

4. Any preference shares may/ with the sanction of a Special Resolution, be issued in accordance with the provisions of Section 58 of the Act, upon the terms that they are/ or at the option of the Company are liable, ' to be redeemed

5. The Directors are hereby unconditionally authorised for the purposes of Section 14 of the Companies Act 1980 at any time or times during the period of 5 years from the date of the adoption of this Article to allot unissued shares in the capital of the Company up to the amount of the authorised but unissued share capital of the Company at the date of any such allotment provided that the authority hereby given may/ subject to the said Section 14, be renewed, revoked or varied by the Company at any time during such period by Ordinary Resolution and unless so renewed revoked or varied, such authority shall expire at the end of such period and the provisions of Section 17 of the Companies Act 1980 shall not apply to any such allotments.

TRANSFER OF SHARES

6. (a) The instrument of transfer of any share shall be signed by or on behalf of the Transferor and the Transferor shall be deemed to remain the holder of the share until the name of the Transferee is entered in the Register

ALTERNATE DIRECTORS

20. Any Director may at any time appoint any person approved by the Board to be an alternate Director of the Company, and may at any time remove any alternate Director appointed by him from office. Any alternate Director so appointed shall not be entitled to receive any remuneration from the Company nor be required to hold any share qualification, but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Board and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and (in the absence of his appointor from England) generally to perform all the functions of such appointor as a Director. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the registered office of the Company.

WINDING UP

21. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division" and the word "members" shall be substituted for the word "contributories".

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Richard Milne,
Bank House,
8, Cherry Street,
Birmingham
B2 5JY

Articled Clerk

Michael T. McGrath,
Bank House,
8, Cherry Street,
Birmingham
B2 5JY

Associate Legal Executive

Dated this 12th day of June 1980

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Bank House,
8, Cherry Street,
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